

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> , ¹ |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| Debtors. |) | |

PLAN PROPONENTS' MOTION FOR LEAVE TO CONSOLIDATE THEIR POST-TRIAL RESPONSE BRIEFS AND EXCEED THE SINGLE BRIEF PAGE LIMITATION

The Debtors, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative and the Official Committee of Equity Security Holders, (the "Plan Proponents") hereby seek leave, to the extent necessary or applicable, to consolidate their Post-Trial Response Briefs and exceed the single brief page limitation in order to present the Court with an efficient and logically organized set of responsive post-trial briefs that address all of the arguments and proposed findings set forth in the 19 post-trial briefs filed

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

by various plan objectors. In support of the relief requested, the Plan Proponents respectfully state as follows:

1. Pursuant to the *Order Establishing Schedule of Post-Trial Briefing and Related Matters*, [Docket No. 22520], on November 2, 2009, 19 separate Post-Trial Briefs, containing proposed findings and conclusions, were filed by various plan objectors on all issues other than certain issues unique to Anderson Memorial Hospital. Response Briefs are due on November 20, 2009. The scheduling order does not set a page limitation for the Response Briefs nor does it specify the form in which the briefs are to be presented.

2. Pursuant to Rules 7007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (as amended, the “Local Rules”) and General Chambers Procedure 2(a)(vi), no answering brief or brief in support of confirmation may exceed 40 pages in length without leave of Court. However, those Rules essentially governs motions for relief in adversary proceedings and other contested matters and legal briefs and memoranda. There is no Local Rule that governs Post-Trial Briefs and Proposed Findings of Fact and Conclusions of Law.

3. Consistent with the way in which the Plan Proponents submitted their Initial Post-Trial Briefs, the Plan Proponents have prepared 3 pleadings that comprise their consolidated Post Trial Response Briefs. These three briefs respond to the matters addressed in the 19 different Initial Post-Trial Briefs filed by various plan objectors. Specifically, the Main Brief addresses the majority of the plan objectors arguments and proposed findings contained in their Initial Briefs, and the two companion briefs respond regarding: (i) the Libby Claimants’ remaining objections to certain Plan and TDP provisions; and (ii) the Lenders lack of entitlement to default interest.

4. The Plan Proponents consolidated briefs address and respond to arguments and evidence presented in 19 separate briefs by over 23 different Plan objectors. Rather than prepare a separate 40 page Post- Trial Response Brief responding to each Plan objectors’ brief,

the Plan Proponents have prepared three consolidated responsive briefs. In these three briefs, the Plan Proponents respond to all of the arguments regarding the evidence presented in 10 trial days by more than 23 different parties and their proposed findings and conclusions, in both an efficient and logically organized manner. Thus, while the consolidated Plan Proponents' responsive briefs, together, total approximately 150 pages, they address proposed findings and evidence presented and respond to all of the remaining Plan objections in a consolidated format.

5. As a result, to the extent necessary or applicable, the Plan Proponents respectfully request that the Court grant them leave to file their consolidated Post-Trial Response Briefs and under Local Rules 7007-2 and General Chambers Procedure 2(a)(vi), exceed the single brief 40 page limit.

WHEREFORE, the Plan Proponents respectfully request that the Court enter an order (i) authorizing them to file one consolidated Main Post-Trial Response Brief and two related Post-Trial Response Briefs regarding Libby and the Lenders; (ii) exceed the forty (40) page single brief limit under Local Rule 7007-2 in order to file such briefs, and (iii) granting such other and further relief as the Court may deem just and proper.

Dated: November 20, 2009

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